

MAYER • BROWN

Mayer Brown LLP
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Houston, Texas 77002-2730

December 7, 2010

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BY EMAIL

Counsel for Debtors

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Clayton Hufft

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The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson
Michael S. Hayes

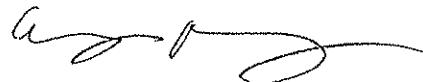
Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to (i) Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) ("DIP Order") and (ii) Paragraph 16 of the Court's Second Agreed Final Order Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection to Existing Lienholders entered on October 29, 2010 (Docket No. 401) ("Additional DIP Order"), enclosed please find (i) an invoice in the amount of \$115,261.68 from Mayer Brown LLP with respect to fees incurred in the time period from October 1, 2010 through October 31, 2010, (ii) an invoice in the amount of \$103,751.26 from Conway MacKenzie with respect to fees incurred in the time period from November 1, 2010 through November 30, 2010, and (iii) three invoices in the aggregate amount of \$11,949.00 from W.D. Von Gonten & Co. (who is Amegy's operational consultant) with respect to fees incurred. Pursuant to the Additional DIP Order, Amegy Bank, N.A. shall self-fund from the Additional DIP Financing (as defined in Paragraph (b) of the Additional DIP Order) in order to pay the professional fees for Mayer Brown LLP and Conway MacKenzie. With respect to the fees incurred by W.D. Von Gonten & Co., please remit payment directly to W.D. Von Gonten & Co.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

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November 24, 2010

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

Invoice Number: 34257693

Main Tel: +1 312 782 0600
Main Fax: +1 312 701 7711
www.mayerbrown.com

Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended October 31, 2010

**Re: Tri-Dimension Energy
Matter No: 10100468**

Fees	\$113,972.50
Disbursements	<u>1,289.18</u>
Total Fees and Disbursements	<u>\$115,261.68</u>

Reminder statements will be sent for outstanding invoices.

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 Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/01/10	Kelley, Charles S.	Review and edit financing order; conference with C. Hufft re same; conference with Committee re meeting with Amegy; attention to Weyerhauser issues per Wallander request; attention to Bayside Confidentiality Agreement and changes and edits; conference with J. Howard re same; work through calculator with CMI and attention to negotiated issues with Committee; conference with client re [REDACTED]; conference with J. Huddleston [REDACTED]; detailed conference with Committee counsel re computation of interest and professional fees from budget issues; respond to S. O'Neil on KEIP issues.	2.75
10/01/10	Romay, Andres G.	Revise order on interim DIP Motion. Revise credit agreement amendment in connection with interim dip motion. Confer with Charles Kelley regarding [REDACTED]. Conference call with Bill Wallander and Clay Hufft regarding the same. Review and analyze Committee's calculation regarding settlement of claims. Confer with Charles Kelley [REDACTED]. Conference call with Michael Haynes, Rich Roberson and lender's FAs to discuss issues with Committee's methodology in calculation. Email correspondence regarding adequate protection payments to Lenders in connection with DIP. Email correspondence regarding KEIP.	6.00
10/04/10	Kelley, Charles S.	Meeting with Creditors at Amegy's offices; discussion of issues on presentation of Committee; side meetings with Amegy and professionals; further discussion of issues with Committee and agreement on format of presentation and structure; attention to issues on follow up with Committee; respond to Wallander's email on KEIP.	6.00
10/04/10	Romay, Andres G.	Meeting at Amegy's offices with Committee members and attorneys for Committee. Meeting with client and lender's FAs to discuss negotiations with Committee and KEIP proposal. Analyze well chart in connection with Diminution of value liens. Email correspondence regarding financial reporting to the lender's FAs.	5.25
10/05/10	Kelley, Charles S.	Call with Stephens and Debtors to discuss status of negotiations and issues on moving towards contract and potential terms; finalize Confidentiality Agreement with J. Howard of Bayside; email to Amegy re same; conference with Romay [REDACTED]; conference with Debtors re access to data room; attention to DIP issues and committee negotiations.	2.25
10/05/10	McMillan, Christine M.	Review conditions precedent of the draft amendment and discuss the same with A. Romay.	0.50
10/05/10	Propst, Tristan E.	Review matters related to DIP amendment.	0.25

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 Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/05/10	Romay, Andres G.	Email correspondence regarding data from Debtors to financial advisors. Weekly conference call with Stephens to discuss status of sale. Conference call with Michael Haynes to discuss issues arising in connection with potential settlement with the Committee. Email correspondence regarding Eighth Amendment to DIP Agreement. Review draft of Eighth Amendment.	1.75
10/06/10	Kelley, Charles S.	Attention to prospective buyer and potential access to data room; conference with M. Turner [REDACTED]; Conference with Wallander on KEIP issues; conference with Committee on issues to push prior to settlement offer; review committee settlement offer [REDACTED]; conference with Romay [REDACTED]; attention to issues on sale raised by Debtors; attention to DIP execution and completion.	3.75
10/06/10	McMillan, Christine M.	Review draft promissory note and comment.	0.50
10/06/10	Propst, Tristan E.	Review draft promissory notes and other closing documents in connection with new DIP amendment.	0.25
10/06/10	Romay, Andres G.	Meeting with Charles Kelley [REDACTED]. Call to Cay Hufft to discuss status of sales process and status of debtor's offset of revenues against accounts receivable from other working interest owners. Email to Valinda Wolfert and Bailey Pham regarding the Eighth Amendment to credit agreement, closing certificate and note in connection with additional DIP financing. Email to banks regarding DIP amendment in connection with additional DIP. Review and analyze settlement proposal from Committee. Conference call with Committee to discuss settlement proposal. Email to client [REDACTED]	3.50
10/07/10	Kelley, Charles S.	Draft update to banks [REDACTED], conference with Committee on settlement issues; conference with Romay [REDACTED]	1.50
10/07/10	McMillan, Christine M.	Prepare and send email with comments to draft promissory note. Telephone call with A. Romay [REDACTED]	0.25
10/07/10	Romay, Andres G.	Email correspondence with client [REDACTED]. Email correspondence with VE regarding prospective purchaser. Review draft note and closing certificate in connection with additional DIP financing and provide comments to VE regarding the same. Email correspondence regarding status of sale process. Call with Chris Rogers regarding sales process. Email correspondence regarding proposal for Weyerhaeuser farmout agreement and assumption of exploration agreement.	5.00

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 Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
		Conference call regarding the same.	
10/08/10	Kelley, Charles S.	Attention to Weyerhaeuser acreage and farmout; conference with M. Turner [REDACTED]; update from VE on sale process; attention to credit bid rights to ensure in Cash Collateral Order and related orders.	1.50
10/08/10	Romay, Andres G.	Emails regarding Weyerhaeuser proposal. Review and redact invoice for lender's FAs. Review proposed letter of intent in connection with Weyerhaeuser proposal. Conference call with Clay Hufft to discuss status of sale. Conference call with Chris Rogers to discuss status of sale. Call with BMO [REDACTED]	2.75
10/10/10	Kelley, Charles S.	Review update on status of sale process and progress of debtors; correspondence and email with VE regarding stalking horse and progress towards sale.	1.25
10/11/10	Kelley, Charles S.	Respond to information requests from Committee; [REDACTED], conference with M. Turner [REDACTED], conference with Huddleston re [REDACTED], attention to bring down of Financing for both Rock and Sanchez; revised proposal on final dip order for Debtors; conference with Hufft re same.	2.75
10/11/10	Romay, Andres G.	Revise final DIP order. Confer with Charles Kelley [REDACTED]. Email correspondence regarding final DIP order. Research Louisiana law [REDACTED]. Review comments from Rock on PSA.	3.25
10/12/10	Kelley, Charles S.	Conference with Lenders and Debtors on two potential entities on stalking horse; attention to strategy on various entities; Review issues on settlement structure [REDACTED], conference with H Holmes and Mary Katherine Turner and CMI [REDACTED]; work through variations on proposal and structure of potential settlement; respond to Debtors on issues of moving DIP hearing; conference with Wallander re funds to expend on Drayco Weyerhaeuser revised farmout; work with J. Howard (Bayside) re revised Confidentiality Agreement.	5.75
10/12/10	Romay, Andres G.	Review and analyze revised letter of intent from Nadal Gussman in connection with farmout agreement of Weyerhaeuser acreage. Conference call with Bill Wallander and Clay Hufft regarding status of sale and final DIP order and settlement with the Committee. Conference call with Stephen to discuss status of sale. Conference call with client and financial advisors [REDACTED]. Email correspondence regarding settlement negotiations with the Committee.	4.75

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/13/10	Kelley, Charles S.	Review revised Second Interim Order for Cash Collateral Order and Financing; provide comments to C. Hufft and response re same; participate in hearing via telephone with court; conference with Roberson re requirements on financing; draft settlement proposal to Committee on various issues and summarizing banks' analysis; conference with Committee and Debtors re same; Respond to Committee requirement on extension of DIP and Cash Collateral Order; attention to issues on challenge period and secure lender approval from each bank.	5.75
10/14/10	Kelley, Charles S.	Conference with Debtors and professionals regarding update on financial situation of Rock and terms of Sanchez deal on walk with b/u fee; conference with Banks re same; respond to Debtors on differences between offers and contracts and terms; circulate bring down of financing of Rock; conference with banks re defects of bring down; review bid procedures and related issues of banks; provide comment to Clay Hufft; respond to R Moore inquiries and requests for response; attention to issues list; analyze settlement issues [REDACTED]	4.75
10/14/10	Romay, Andres G.	Email correspondence regarding sale to prospective stalking horse bidder. Email correspondence regarding potential settlement with Committee. Analyze additional data regarding liens provided by the Committee. Email correspondence with financial advisors [REDACTED]	1.75
10/15/10	Kelley, Charles S.	Attention to sale issues and selection between Rock and Sanchez; attention to various calls with Wallander, R. Moore, C Hufft and C Rogers on Lenders' position on sale issues; conference with various banks [REDACTED]; circulate recent corrected bring down of financing; review allocation of Rock; conference with Banks and Company re same; confirm extension per each bank and instruct no sale without deposit; address issues list with Debtors and banks for comment; conferences with R Moore throughout day on sale process and extension; attention to Bayside confidentiality agreement and access to data room; conference with Committee re negotiations of settlement.	6.25
10/15/10	Romay, Andres G.	Conference call with the Committee, Charles Kelley and financial advisors to discuss status of negotiation with the Committee. Conference call with financial advisors [REDACTED]. Provide comments to issues arising in connection with the PSA comments by a prospective stalking horse bidder. Email correspondence regarding sale motion procedures and prospective sale to stalking horse bidder.	4.00
10/16/10	Kelley, Charles S.	Review allocation of value by Sanchez to Debtor's assets to identify realistic	1.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
		allocation or issues of potential delay in bank payment; conference with CMI re same.	
10/18/10	Kelley, Charles S.	Addressing sales issues with R Moore, B Wallander and J Huddleston re issues on sale and Rock and Sanchez; conference with Team and Debtors re comparative of bids and conclusions of debtors and Bank support; conference with Committee re settlement discussions and exchange of information; review issues on PSA and related issues on financing; attention to Bayside issues and access to data room; attention to call with R Moore and Wallander re Rock and Sanchez issues and requirement of waiting for deposit for filing; provide details of hedge analysis from CMI (following review) to Committee.	6.75
10/18/10	Romay, Andres G.	Conference call with Stephens, Debtors and financial advisors to discuss stalking horse bidders. Email correspondence regarding stalking horse sale. Review lien information provided by Committee in connection with settlement discussions.	1.25
10/19/10	Kelley, Charles S.	Attention to sale issues; conference re Rock claims and issues; review sale motion and related documents; respond to inquiries from Committee and Debtors on Banks' position on various sale issues; attention to committee negotiations; attention to issues on getting consultants into Data room.	3.75
10/19/10	Romay, Andres G.	Review confidentiality agreement for Drillmar. Email correspondence regarding the same. Review bid procedures in connection with sale motion.	1.50
10/20/10	Kelley, Charles S.	Conference with C Hufft re costs of publication; attention to analysis by A Romay [REDACTED]; working out details to get Drillmar access to data room; attention to legal issues and analysis needed for offer and settlement discussions with committee; conference with Huddleston re same.	4.00
10/20/10	Romay, Andres G.	Review and redact bills for Mayer Brown LLP. Draft correspondence to Committee and Debtors regarding invoice of professional fees for lenders. Analyze lien information in well data chart, lien tracker chart and new lien information forwarded by Michael Haynes. Review and analyze allocation provided by stalking horse bidder in connection with lien analysis. Conduct legal research [REDACTED] Conference with Charles Kelley [REDACTED]. Call with Jeff Huddleston to discuss [REDACTED]	7.00
10/21/10	Kelley, Charles S.	Call with Wallander and Hufft re sale process and structure of transaction.	0.75

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/21/10	Romay, Andres G.	Analyze lien information in well data chart, lien tracker chart and new lien information forwarded by Michael Haynes. Review and analyze allocation provided by stalking horse bidder in connection with lien analysis. Conduct legal research [REDACTED] Call to Clay Hufft to discuss certain joint operating agreements on non-operating properties. Conference with Charles Kelley to discuss lien analysis. Email correspondence with Committee to discuss lien analysis and settlement negotiations with the Committee.	7.75
10/22/10	Kelley, Charles S.	Review analysis of recent M&M numbers; Prepare for and attend negotiations with Committee for settlement amounts under plan; review analysis and projections of Committee; conference with Roberson and Huddleston re same; conference with Turner and Huddleston [REDACTED]	5.75
10/22/10	Romay, Andres G.	Meeting with Committee of Unsecured Creditors to discuss settlement. Meeting with client to discuss the same. Prepare for meeting with creditors, analyze lien information and conduct legal research regarding the same.	5.00
10/24/10	Kelley, Charles S.	Attention to issues on cure payments and Debtor's analysis following committee negotiations; correspondence to client re same.	0.75
10/24/10	Romay, Andres G.	Analyze additional lien information provided by VE in connection with cure amounts. Email correspondence to Charles Kelley regarding the same.	1.25
10/25/10	Kelley, Charles S.	Attention to liens and cure information from Debtors; analysis of information regarding Committee review; conference with Roberson re same; conference with Roberson to communicate Bank's response to Committee offer and proposal.	2.25
10/25/10	Romay, Andres G.	Conference call with client to [REDACTED] Email correspondence regarding additional lien information provided by the Debtors. Call with Committee to discuss settlement counteroffer. Review additional lien information provided by the debtors.	1.75
10/26/10	Kelley, Charles S.	Provide information and issues to Roberson prior to Committee call; review correspondence from Committee counsel; Attention to issues and conference with client [REDACTED] attention to issues and information from Debtor on MM liens; conference with Roberson re issues on Rock and Sanchez; conference with K Stoner for Rock re Rock's position on stalking horse and lead entity; conference with C Hufft re update from Rock call and related issues.	3.75

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/26/10	Romay, Andres G.	Analyze and review proposed final order to DIP motion. Provide comments to Vinson Elkins regarding the same. Conference call with Clay Hufft regarding the same. Conference call with Ken Stohner (counsel for QF Holdings) in connection with QF Holdings' objection to motion to sell. Prepare for hearing on October 27 for bid procedures motion, motion for stalking horse bidder and additional DIP financing.	3.50
10/27/10	Kelley, Charles S.	Attention to issues with Romay [REDACTED] conference with Roberson re response of Committee to settlement offer; conference with M Turner [REDACTED], conference with Wallander and Hufft re Final CCO; conference with Romay and Wallander re washing successful bid through liquidating plan.	2.75
10/27/10	Romay, Andres G.	Conference call with Committee to discuss settlement negotiations. Conference call with client to discuss [REDACTED]. Confer with Charles Kelley regarding [REDACTED]. Review and analyze proposed order regarding bid procedures and final DIP order. Comment upon the same. Travel to and attend hearing regarding bid procedures, motion to authorize stalking horse and motion to incur additional DIP financing.	9.75
10/28/10	Kelley, Charles S.	Review orders for execution and approval; analyze settlement provisions and conference with client re same; attention to bid procedure issues.	1.25
10/28/10	Romay, Andres G.	Review final DIP order and email Clay Hufft regarding the same. Commence drafting motion in connection with lender's credit bid rights. Confer with Charles Kelley [REDACTED]	1.75
10/29/10	Kelley, Charles S.	Attention to issues on settlement details with Committee; conference with Committee counsel M Haynes to communicate details on settlement underlying assumptions; attention to issues from Debtor on KEIP and sales process; Conference with McGraw [REDACTED], various follow up emails and correspondence with Committee and debtors on settlement proposals.	3.50
10/29/10	Romay, Andres G.	Research regarding credit bid rights. Review bid procedures order regarding the same. Conference call with debtors to discuss settlement proposal from lenders. Discussion with Charles Kelley [REDACTED] [REDACTED] Commence drafting motion for authority to credit bid.	2.75
10/30/10	Romay, Andres G.	Research regarding [REDACTED]	1.25

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
10/31/10	Kelley, Charles S.	Attention to issues on filing motion to credit bid and attention to break-in update and security.	0.75
10/31/10	Romay, Andres G.	Draft and revise talking points memo [REDACTED] Research regarding credit bidding rights and draft motion regarding the same.	2.50
		Total Hours	168.50

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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Transcripts	215.20
Travel - Airfare	644.80
Travel - Other	159.00
Business Meals	80.56
Lexis	136.80
Document Reproduction	19.20
Color Document Reproduction	3.00
Document Delivery - Office	30.62
Total Disbursements	\$1,289.18

REMITTANCE

Please enclose this remittance advice with your payment so that your account may be properly credited.

Client Name: Amegy Bank

Matter: 10100468 Tri-Dimension Energy

Invoice Number: 34257693

Invoice Date: November 24, 2010

Current Invoice Amount: **\$115,261.68**

Previous Outstanding Balance: **198,103.38**

Invoice Number	Invoice Date	Amount Due
34220687	09/07/10	75,001.21
34238826	10/18/10	123,102.17

TOTAL DUE AND OUTSTANDING: **\$313,365.06**

AMOUNT ENCLOSED: \$

MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020

OR

Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697

Account Number: 87656-63350

ABA #026-009-593

Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805
rgonzalez@mayerbrown.com

FOR BANK USE ONLY:

Payor Code: 145333

Apply Invoices: 34257693